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JJR

SPECIAL WARRANTY DEED

Date: As of December 31, 1999

Grantor: Briley Parkway Associates

Instr:200001040000942 Page: 1 OF 6
REC'D FOR REC 01/04/2000 1:10:37PM
RECORD FEE: $27.00
M. TAX: $0.00 T. TAX: $12395.00

Grantor's Mailing Address: c/o The Boston Financial Group, 101 Arch Street, Boston, Massachusetts 02110-1106, Attention: Bradford Von Weise, Vice President

Grantee: Nashville RH, LLC

Grantee's Mailing Address: c/o REI Capital, LLC, 6012 Johnson Chapel Road, Brentwood, Tennessee 37027

Consideration: Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confirmed.

Property (including any improvements, buildings and fixtures located thereon, all right, title and interest of Grantor, if any, in, and to, any and all adjacent roads, streets, alleys, rights-of-way, or rights of ingress to and egress from the real property, and any land lying in or under the bed of any highway, avenue, street or alley, in, on, across or adjoining the real property described herein, and all right, title and interest of Grantor, if any, in and to all strips or gores of land, if any, between the real property and abutting properties): See attached **Exhibit "A"**.

Exceptions to Conveyance and Warranty: All matters described on **Exhibit "B"** attached hereto and made a part hereof, to the extent they are valid, subsisting and affect title to the property conveyed hereby.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty grants, sells, and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold unto Grantee, Grantee's successors or assigns forever. Grantor binds Grantor and Grantor's successors to warrant and forever defend all and singular the property to Grantee and Grantee's successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor but not otherwise, except as to the exceptions to conveyance and warranty.

Ad valorem taxes applicable to the Property have been paid up to and including the year 1999.

When the context requires, singular nouns and pronouns include the plural.

GRANTOR: BRILEY PARKWAY ASSOCIATES

By: THE BOSTON FINANCIAL GROUP, INCORPORATED, its general partner

By: _____
Name: Stephen D. Roger
Title: Vice President

STATE OF Massachusetts)
) ss.:
COUNTY OF Suffolk)

Before me, Nancy Powell, a Notary Public in and for the County and State aforesaid, personally appeared Stephen D. Roger, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who upon oath acknowledged himself to be Vice Pres of The Boston Financial Group, Incorporated, a Massachusetts corporation, and that he as such Vice President, being authorized so to do, executed the foregoing instrument by signing the name of the corporation by himself as Vice President, in its capacity as General Partner for Briley Parkway Associates, the bargainor, a Massachusetts partnership, and that the corporation, as such General Partner, being authorized so to do by the partnership, executed the same for the purposes therein contained, by signing the name of the partnership by itself as General Partner.

Witness my hand and seal this the 16th day of December, 1999.

[SEAL]

Nancy H Powell
Notary Public State of Massachusetts

My Commission Expires:
3.25.2005

Nancy H. Powell
Printed/Typed Name of Notary

STATE OF TENNESSEE)
) ss.:
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $3,350,000.00

John W Coleman, Chief Manager
AFFIANT

Subscribed and sworn to before me this 29th day of December, 1999.

[SEAL]

Jeanette L. Ramer
Notary Public State of Tennessee

My Commission Expires:

Jeanette L. Ramer
Printed/Typed Name of Notary

JEANETTE L. RAMER
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires JULY 26, 2003

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC (JMB)
3305 West End Avenue
Nashville, Tennessee 37203

EXHIBIT A

Land in Davidson County, Tennessee, being more particularly described according to a survey made by Dale and Associates, Steven D. Delee, Registered Land Surveyor No. 1710, dated October 20, 1999, Job 99017, as follows:

Beginning at an iron rod situated in the northerly margin of Maudina Avenue, and the westerly margin of Demoss Road;

Thence, along the westerly margin of Demoss Road, S 05 deg. 30' 00" W, a distance of 6.00 feet to an iron rod situated in the northeast corner of the James Holt Walker property of record in Book 11063, page 216, Register's Office for Davidson County, Tennessee;

Thence, leaving said road, S 68 deg. 30' 00" W, a distance of 801.45 feet to an iron rod situated in the easterly line of the Gillett Broadcasting of Tennessee, Inc., property of record in Book 5815, page 186, said Register's Office;

Thence, along said easterly property line, N 05 deg. 43' 27" W, a distance of 743.35 feet to an iron rod situated in the southeast corner of the Mattie Elizabeth McCoy property of record in Book 5293, page 311, said Register's Office;

Thence, along the easterly property line, N 07 deg. 00' 09" W, a distance of 155.08 feet to an iron rod situated in the southwest corner of the E. M. & Avolyn Culver property of record in Book 9616, page 891, said Register's Office;

Thence, N 78 deg. 23' 51" E, a distance of 200.00 feet to an iron rod situated in the southwest corner of the Thornton Family Partnership property of record in Book 9015, page 799, said Register's Office;

Thence, N 75 deg. 45' 31" E, a distance of 738.46 feet to an iron rod situated in the southeast corner of the West Nashville Heights Church of Christ property of record in Book 3254, page 243, said Register's Office;

Thence, N 75 deg. 41' 38" E, a distance of 148.78 feet to a concrete monument situated in the westerly margin of Bellmore Avenue;

Thence, along said road, S 05 deg. 08' 45" E, a distance of 281.93 feet to a concrete monument situated in the northeast corner of the Charles & Josephine Chestnut property of record in Book 11014, page 232, said Register's Office;

Thence, leaving said road, S 74 deg. 08' 13" W, a distance of 200.00 feet to an iron rod situated in the northwest corner of the Charles & Josephine Chestnut property of record in Book 11014, page 232, said Register's Office;

Thence, S 07 deg. 09' 28" E, a distance of 98.81 feet to an iron rod situated in the southwest corner of the Charles & Josephine Chestnut property of record in Book 11014, page 232, said Register's Office;

Thence, S 74 deg. 08' 13" W, a distance of 285.69 feet to an iron rod situated in the northwest corner of the Bellmore Place of record in Plat Book 6200, page 542, said Register's Office;

Thence, S 20 deg. 07' 47" E, a distance of 203.08 feet to an iron rod situated in the southwest corner of the Bellmore Place of record in Plat Book 6200, page 542, said Register's Office;

Thence, N 70 deg. 59' 33" E, a distance of 196.18 feet to an iron rod situated in the northwest corner of the Bessie H. Owen property of record in Book 2910, page 589, said Register's Office;

Thence, S 14 deg. 24' 54" E, a distance of 183.70 feet to an iron rod situated in the northerly margin of Maudina Avenue;

Thence, along said road, S 67 deg. 38' 00" W, a distance of 95.21 feet to the point of beginning and containing 728,124.851 square feet or 16.715 acres of land more or less.

Being the same property conveyed to Briley Parkway Associates by deed L. B. Howard, Jr., Robert N. Moore, Jr. and Maclin P. Davis, Jr. of record in Book 4419, page 586, Register's Office for Davidson County, Tennessee.

Exhibit "B"

1. Regulatory Agreement of record in Book 4368, page 1, said Register's Office, Use Agreement and Amendment of Regulatory Agreement of record in Book 8755, pages 845, 854, and 863, Register's Office for Davidson County, Tennessee, as re-recorded in Book 8778, page 725, said Register" Office.

2. Sanitary sewer and/or storm drainage easement and any temporary construction easements of record in Book 4496, page 772, Register's Office for Davidson County, Tennessee.